



**LLC-1055  
(04/08)**

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**CERTIFICATE OF CORRECTION FOR A  
FOREIGN LIMITED LIABILITY COMPANY**

The undersigned, on behalf of the limited liability company set forth below, pursuant to § 13.1-1055 of the Code of Virginia, states as follows:

1. The name of the limited liability company, as it currently appears on the records of the State Corporation Commission, is

\_\_\_\_\_  
\_\_\_\_\_.

2. The application for registration as a foreign limited liability company is corrected or changed as follows:

- (a) The name of the limited liability company has been changed to

\_\_\_\_\_  
\_\_\_\_\_.

- (b) If the new name of the limited liability company is not available or does not comply with the requirements of Virginia law, the designated name adopted by the limited liability company for use in Virginia is

\_\_\_\_\_  
\_\_\_\_\_.

- (c) The state or country of formation has been changed to \_\_\_\_\_ and/or the date of formation is corrected to \_\_\_\_\_.

- (d) The address required to be maintained in the state or country of formation has been changed to \_\_\_\_\_.

- (e) The principal office address, including the street and number, if any, has been changed to

\_\_\_\_\_.

- (f) Any other corrections or changes to matters stated or described in the application for registration:

\_\_\_\_\_  
\_\_\_\_\_.

Executed in the name of the foreign limited liability company by:

_____ (signature of authorized person)	_____ (date)
_____ (printed name)	_____ (title (e.g., manager or member))
_____ (limited liability company's SCC ID no.)	_____ (telephone number (optional))

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

**SEE INSTRUCTIONS ON THE REVERSE**

## INSTRUCTIONS TO FORM LLC-1055

The certificate must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The limited liability company's new name must be distinguishable upon the records of the Commission. See § 13.1-1054 of the Code of Virginia. To check the availability of a limited liability company name (or a designated name), please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

If the new name of the limited liability company does not contain the words **limited company** or **limited liability company**, or the abbreviation **L.C.**, **LC**, **L.L.C.** or **LLC**, it must adopt a designated name for use in Virginia that **adds** one of the foregoing to its name. If the limited liability company's real name is unavailable, it must adopt a designated name for use in Virginia. See § 13.1-1054 of the Code of Virginia. State the "for use in Virginia" name in paragraph 2 (b).

The principal office is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. The principal office address must include a street and number, if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the aforementioned statutory provision.

The certificate must be executed on behalf of the foreign limited liability company by a person who, under the laws of the company's jurisdiction of formation, is authorized to execute post-formation articles, certificates, etc. filed with the Secretary of State or other official having custody of limited liability company records in such jurisdiction (e.g., manager or member). The person signing the certificate must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.***

This certificate may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid if this certificate is **filed** on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

**IMPORTANT:** The certificate must be submitted to the Clerk of the Commission **with a certified or otherwise authenticated copy of the limited liability company's document**, if any, effecting the correction or change, filed in the foreign limited liability company's state or other jurisdiction of formation, **authenticated within the past 12 months under the original signature and seal of the Secretary of State** or official having custody of limited liability company records in the state or other jurisdiction of its formation. The certificate of the Secretary of State or other public official having custody of limited liability company records **must indicate that the document effecting the correction or change is a "true and correct copy" of the official records, or words to that effect.** A Certificate of Existence/Fact/Good Standing is **not** sufficient or acceptable. See § 13.1-1055 of the Code of Virginia.

Submit the original, signed certificate **and** the certified copy of the limited liability company's document effecting the correction or change to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

### NOTE

The registered office and/or registered agent cannot be changed by filing a certificate of correction. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form LLC-1016. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at [www.scc.virginia.gov/clk/ElectronicFormRequest.aspx](http://www.scc.virginia.gov/clk/ElectronicFormRequest.aspx).